



## Private Offering of Common Stock

### AMENDED AND RESTATED CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

January 24, 2003

This Amended and Restated Confidential Private Placement Memorandum ("Restated Memorandum" or "Memorandum") amends and restates in its entirety that certain Confidential Private Placement Memorandum of Renaissance Mining Corp. dated January 20, 2003 (the "January 20 PPM"). Recipients of the January 20 PPM should refer solely to the disclosures, terms and conditions set forth in this Restated Memorandum, and should disregard the disclosures, terms and conditions set forth in the January 20 PPM.

Recipients of the January 20 PPM who prior to receipt of this Restated Memorandum submitted a subscription agreement to Renaissance for shares of common stock are entitled to withdraw their subscription agreement, by notice to Renaissance by mail, fax or email addressed to:

*If by Fax or Mail:*

Renaissance Mining Corp.  
Attn: Ian G. Park, Chief Executive Officer  
1942 Broadway, Suite 314  
Boulder, Colorado 80302  
Phone: 303-323-1930 Fax: 561-241-5086

*If by Email:*

Ian G. Park, Chief Executive Officer  
e-mail: park@renaissancemining.com

***Notice of election to withdraw a subscription must be received by Renaissance by 5:00 p.m., Eastern Time, on February 3, 2003 to be effective. Renaissance may accept and close on any subscription not withdrawn by the foregoing date. If a subscriber provides a written waiver of right to withdraw, Renaissance may close on such subscription prior to February 3, 2003.***

*The information contained in this Memorandum is confidential and is intended solely for the person to whom it is transmitted for the purpose of evaluating an investment in Renaissance Mining Corp. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of its contents, without the prior written consent of Renaissance Mining Corp. is prohibited.*

Name \_\_\_\_\_  
Memorandum No. \_\_\_\_\_

## NOTICES

This Memorandum is being furnished to a limited number of "Accredited Investors" as such term is defined in Regulation D promulgated under the Securities Act of 1933, as amended (the "Act") on a confidential basis for the sole purpose of evaluating an investment in common stock (the "shares") in Renaissance Mining Corp. (the "Company" or "Renaissance"), and may not be used for any other purpose. The Memorandum may not be reproduced or provided to others without the prior written consent of the Company. Upon request, the Memorandum must be returned to the Company. By accepting delivery of this document, each prospective investor agrees to the foregoing.

The shares have not been registered with or recommended by the Securities and Exchange Commission or any other governmental agency or self-regulatory agency. No governmental or other agency has passed on the accuracy or adequacy of this Memorandum. The shares are offered for investment only to qualifying recipients of this Memorandum pursuant to the exemption from registration requirements of the Act provided by Section 4 (2) of the Act and Regulation D promulgated thereunder and certain other exemptions under relevant state securities laws.

Because the shares have not been registered under the Act or relevant state securities laws, purchasers of the shares must bear the economic risk of their investment for an indefinite period of time unless such shares are subsequently registered under the Act or such state laws or the purchaser provides an opinion of counsel that such registration is not required. Purchasers will be required to agree that the shares will not be transferred without such registration or opinion of counsel that such registration is not required.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, the shares in any state or other jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. This offering is subject to withdrawal, cancellation or modification by the Company without notice and is specifically made subject to the terms described in this Memorandum and the attached subscription documents. The Company reserves the right, in its sole discretion, to reject any subscription, in whole or in part, for any reason or to allot any prospective investor less than the number of shares subscribed for.

In making an investment decision, investors must rely on their own examination of the Company and the terms of this offering including the merits and risks involved. Prospective investors should not construe the contents of this Memorandum as legal, tax, investment, or accounting advice. Prospective investors are urged to consult with their own advisors with respect to legal, tax, regulatory, financial, and accounting consequences of their investment in the shares.

Investment in the shares is suitable only for sophisticated investors and requires the financial ability and willingness to accept the high degree of risk and lack of liquidity inherent in an investment in the shares. No assurance can be given that the Company's objectives will be achieved.

No person is authorized to give any information or to make any representation which is not included in, or is contrary to, information contained in this Memorandum, and if given or made, such information or representation must not be relied upon as having been authorized. The delivery of this Memorandum does not imply that the information herein is correct as of any time subsequent to the date of the initial distribution of this Memorandum.

The Company will provide qualified prospective purchasers with such additional available information as they may reasonably request relating to the Company, the offering, and the Company's plans. The Company will make available to any prospective investor, prior to the acceptance of such investor's subscription, the opportunity to ask questions of and receive answers from, the Company or persons acting on behalf of the Company concerning the terms and conditions of the offering, the Company or any other relevant matters, and to obtain any additional information to the extent the Company possesses such information or can acquire it without unreasonable effort or expense. Requests for additional information should be directed to the Company at the address set forth herein.

*Forward Looking Statements*

This Memorandum contains forward-looking statements identified by the use of words such as believes, intends, expects, may, will, should, or anticipates, or the negative equivalents of those words or comparable terminology, and by discussions of strategies that involve risks and uncertainties. Such statements are based upon assumptions about future events and not upon information available to the Company on the date of the Memorandum. Given the risks and uncertainties of the business of the Company, actual results may differ materially from those expressed or implied by forward-looking statements. Risks, uncertainties and assumptions that may affect the Company's business, financial condition or the expected rate of returns on investment include reliance on key personnel, the inherent risks related to the mining industry and all of the risks described in this Memorandum under the heading "Risk Factors".

*Tax Consequences*

There are tax risks and consequences related to an investment in the Company that are not described in this Memorandum. See "Risk Factors".

## SUMMARY OF OFFERING TERMS

*The following summary is qualified in its entirety by the information appearing elsewhere in this Memorandum.*

<b>The Offering:</b>	A maximum of \$6,000,000 (2,000,000 shares) of the Common Stock of <i>Renaissance</i> . The shares of Common Stock will be restricted securities under the Securities Act of 1933, as amended (the "Securities Act" or "Act"). See "Risk Factors."	
<b>Price Per Share:</b>	\$3.00	
<b>Offering is Only To Accredited Investors:</b>	This Offering is made only to "Accredited Investors", as that term is defined under Regulation D promulgated by the U.S. Securities and Exchange Commission pursuant to its authority under the Securities Act.	
<b>"Best Efforts" Offering:</b>	This Offering is being made on a " <i>best efforts</i> " basis, meaning the Company will accept and deposit into its general funds all subscription proceeds as soon as each investor is accepted by the Company. If <i>Renaissance</i> is not able to place the full \$6,000,000 of shares offered under this Offering, <i>Renaissance</i> may be required to seek alternative sources of equity capital in order to complete purchase of the Central American Mining Properties (described below). Alternative sources of equity capital may not be available, or if available, may be at a cost or on terms that are dilutive of or adverse to the interests of existing stockholders of the Company, including investors in this Offering.	
<b>Outstanding shares of Common Stock</b>	Before Offering:	4,457,600
	After Offering (if all shares offered are sold):	6,457,600
<b>Shares Intended to be Issued Promptly following This Offering:</b>	For Acquisition of Central American Mining Properties (see below):	8,000,000
	For Merger with Sedona / Public Shell (see below):	2,135,000
<b>Shares to be Outstanding Following this Offering, The Merger and Acquisition Of Central American Mining Properties</b>	16,592,600	
<b>Payment Terms:</b>	Payment for the Common Stock must be made by check made payable to the Company together with an executed Subscription Agreement, a copy of which is included with this Memorandum.	
<b>Minimum Share Purchase Amount:</b>	\$25,000 for 8,333 Shares. <i>Renaissance</i> reserves the right to accept subscription requests for amounts less than \$25,000.	

**Termination of this Offering:**

The Offering will terminate on the earlier of (i) acceptance by *Renaissance* of Subscription Agreements covering the maximum offering hereunder or (ii) February 28, 2003 (unless extended, such extension to be at the sole option of the Company).

**Selling Arrangements:**

The Securities are being offered by *Renaissance* on its own behalf through its officers and directors. In addition, *Renaissance* has retained the services of LOM Capital Limited of Bermuda to assist the Company in the private placement of the shares offered hereunder, for which the Company will pay a commission or finders fee to LOM Capital Limited. The Company reserves the right to pay finders fees to entities who place the Company in contact with potential investors in the Offering.

The expenses of the Offering, which the Company estimates at approximately \$15,000, will be borne by the Company.

**Subscription Limitations:**

The Securities offered hereby are subject to prior sale, withdrawal, cancellation or modification of the offer without notice, and to the Company's right to reject any subscription in whole or in part.

**Use of Proceeds:**

*Renaissance* will use the net proceeds of the Offering:

- (i) to fund the cash requirements at closing of purchase of the Central American Mining Properties (see "*Letter of Intent for Purchase of Interests in Central American Mining Properties*" below);
- (ii) to fund cash requirements under anticipated mineral interest purchase opportunities; and
- (iii) for working capital and general corporate purposes.

**Voting Rights:**

Holders of Common Stock will be entitled to notice of, and to vote at, all meetings of the Company's stockholders. See "Capital Stock."

**Dividends:**

Holders of Common Stock are entitled to receive dividends only when, as, and if declared by the Company. *Renaissance* currently has no intention of declaring dividends on the Common Stock.

**How to Subscribe for Shares:** Persons wishing to purchase the shares of Common Stock offered should complete the Subscription Agreement included with this Memorandum and return it, together with a check (or wire transfer) in an amount equal to the number of shares requested to be purchased multiplied by \$3.00 per share, payable to the Company. Subscription Agreements should be returned via facsimile to:

***Renaissance Mining Corp.***

Attn: Ian G. Park, Chief Executive Officer  
1942 Broadway, Suite 314  
Boulder, Colorado 80302  
Phone: 303-323-1930  
Fax: 561-241-5086

If you are wiring funds then please use the following instructions and include your name as sender of the transfer:

Wells Fargo Bank West, NA  
ABA: 102000076  
Swift: WFBUS6S  
Account Name: Renaissance Mining Corp.  
Account number: 5591518773

Once submitted to the Company, Subscription Agreements may not be withdrawn. The Company has the right to refuse to accept subscriptions from any person for any reason whatsoever. No subscription shall be binding upon the Company until accepted in writing by an authorized officer of the Company. Once accepted, the Subscription Agreement will be signed by an officer of the Company and returned to the subscriber, and the accompanying funds will be deposited in a Company bank account for immediate use. If the subscription is rejected, the Subscription Agreement and the accompanying funds will be returned to the subscriber.

## OVERVIEW OF THE COMPANY

### Background

The Company's name was selected to signify the "Renaissance" of several mining industry veterans. The Company was founded with a mandate to build a profitable mining company in a short period of time with two strategic areas of focus designed to create maximum shareholder value. The Company intends to build a portfolio of producing gold mines in Central and South America, and develop a portfolio of high-grade gold exploration targets in the Red Lake/Birch Uchi belts located in North-Western Ontario.

The Company's management and team of geologists have extensive experience with all types of base metals, precious metals, and strategic minerals. The Company will not be geographically constrained and will go wherever significant production or exploration opportunity exists.

### Recent Business Developments

#### ***Letter of Intent for Merger of Renaissance with Public Company Shell -- Sedona Software Solutions, Inc.***

Summary of Merger Terms. The Company recently signed a letter of intent with Sedona Software Solutions, Inc. ("Sedona" or "Public Shell"), outlining the terms of a merger between Renaissance and a wholly-owned subsidiary of Sedona (the "Merger"). The Merger is subject to (i) completion of satisfactory due diligence investigation of Sedona by Renaissance and (ii) negotiation of a mutually acceptable definitive merger agreement between the parties. As outlined in the letter of intent, the terms of the Merger will provide that:

- (i) Prior to closing of the Merger, Sedona will reduce its outstanding shares of common stock (whether by redemption, purchase or recapitalization) to 2,135,000, without incurring debt or other liabilities to Sedona;
- (ii) Sedona will acquire all of the issued and outstanding shares of Common Stock of Renaissance. It is contemplated that Sedona will form an Acquisition Subsidiary. Renaissance will merge with and into the Acquisition Subsidiary. Renaissance stockholders will receive one share of Sedona common stock for each one share of Renaissance Common Stock issued and outstanding at the time of the Merger; and
- (iii) Sedona will change its name to Renaissance Mining Holding Corp. ("Renaissance Holding Corp.") effective with completion of the Merger.

As a result of the Merger, stockholders of Renaissance will become stockholders of Renaissance Holding Corp., with Renaissance its wholly-owned subsidiary.

Purpose of the Merger. Management of Renaissance believes the Merger provides a cost-effective and rapid means for Renaissance to become a public reporting company under the Exchange Act. As a public reporting company, Renaissance will gain greater exposure, acquire the discipline of filing regular public company financial reports, and have access to the public company capital markets.

***Note: The Common Stock of Renaissance outstanding immediately prior to the Merger will remain restricted securities after the Merger, including the shares offered and sold in this Offering. Accordingly, shares sold in this Offering may NOT be sold – whether before or after the Merger – unless pursuant to a registration statement under the Securities Act or an exemption from registration (if available) under the Securities Act.***

Replacement of Sedona Board and Officers. Pursuant to the terms of the letter of intent, all officers and directors of Sedona resigned, effective January 17, 2003, and were replaced by the following individuals:

Anthony W. Wile – Director and Chairman of the Board  
Ian G. Park – Director and Chief Executive Officer

Because Mr. Wile and Mr. Park also are directors of *Renaissance*, Sedona may be considered an affiliate of *Renaissance*.

Background on Sedona. Sedona is a Delaware corporation having no material assets or liabilities. Sedona is a reporting company under the U.S. Securities Exchange Act of 1934 (the “Exchange Act”), with certain of its common stock registered under the Securities Act. The common stock of Sedona is listed under the symbol “SSSI” on the OTC Bulletin Board.

Dilution Due to the Merger. Following completion of the Merger, Renaissance Holding Corp. will have approximately 16,592,600 shares of Common Stock outstanding, of which 2,135,000 shares will be attributable to shares of Sedona common stock prior to the Merger (the “Sedona Stock Position”), representing approximately 12.87% of the post-Merger outstanding capital stock of the Company. Management of *Renaissance* believes the equity position to be retained by the Sedona stockholders is reasonable and consistent with the equity retained by stockholders of public company shells in transactions of this type. Nevertheless, the Sedona stockholders will not pay any consideration for their stock position in the post-Merger company. Accordingly, the Sedona Stock Position will dilute the equity position of the stockholders of *Renaissance*.

### ***Letter of Intent for Purchase of Interest in Central American Mining Properties***

Renaissance has negotiated a letter of intent with Central American Mine Holdings Limited, a company organized under the laws of the Country of Belize (“CAMHL”), setting forth the principal terms by which *Renaissance* would acquire interests in the following producing gold mine properties (the “Central American Mining Properties”):

- (i) *La Libertad*, as to a 50% ownership interest, plus an option to acquire an additional 40% ownership interest;
- (ii) *Hemco*, as to an 80% ownership interest; and
- (iii) *Cerro Quema*, as to a 10% ownership interest, plus an option to acquire an additional 40% ownership interest.

Terms of Purchase. The letter of intent outlines the following terms of purchase for the Central American Mining Properties:

- (i) A \$2,950,000 cash payment at closing.
- (ii) Issuance of 8,000,000 shares of common stock of Renaissance Holding Corp. at closing.
- (iii) Issuance of a Convertible Promissory Note / Debenture of Renaissance Holding Corp. in the principal amount of \$4,050,000 (“Convertible Debenture”). The Convertible Debenture will be interest free for one year, thereafter bearing interest at the rate of 2% over the Prime Rate (as in effect from time to time). Principal will be payable beginning one year after issuance, at the rate of \$250,000 per quarter until paid in full. The holder of the Convertible Debenture may convert the Debenture, at any time, into shares of common stock of Renaissance Holding Corp. at a conversion price of \$3.00 per share.
- (iv) Renaissance Holding Corp. will provide not less than a \$2,050,000 to the Central American Mining Properties for working capital purposes.
- (v) CAMHL will be entitled to designate two members to a five-member board of directors for Renaissance Holding Corp.
- (vi) At the six month anniversary of closing of purchase, CAMHL will be entitled to designate an additional member to the Renaissance Holding Corp. board, giving it three of a total of five members of such board.
- (vii) At closing of purchase, Tom Lough, a Principal of CAMHL, will be appointed Chief Financial Officer and a Director of Renaissance Holding Corp.



Conditions to Closing of Purchase of the Properties. Closing of purchase of the Central American Mining Properties interests is subject to a number of conditions, including (i) completion of this Offering, (ii) closing of the Merger, and (iii) negotiation of a mutually acceptable purchase agreement regarding the Properties.

### **Business Plan Strategies**

#### ***Strategy #1 – To Develop Existing Gold Reserves into Profitable Mines***

The Company intends to generate cash flow and maximize shareholder value by acquiring existing gold reserves or gold resources that have feasibility studies delineating their economic viability. The Company intends to provide the capital and the expertise required to develop the deposits into profitable mines. The Company's management has extensive experience in bringing low-grade, open-pit gold deposits into production throughout Central and South America. The Company will not be geographically restricted in its search for gold reserves/resources that would meet its economic and geological criteria, but will initially focus on known deposits located in Central and South America.

Management has designed a financing strategy that it believes will create minimal equity dilution for stockholders while maintaining maximum reserve exposure to a rising gold market if reserves are acquired and developed. This strategy employs the use of fixed income products and minimal hedging against reserves such that the greater percentage of the reserve base is not hedged. Debentures (debt financing) will be the preferred method of financing the capital costs associated with bringing mineral deposits into production. The debentures will be structured to have maturity dates equivalent to the expected production life of the mine. The use of derivatives to hedge reserves will generally be limited to the amount required to repay the debentures. This financing structure will permit the Company to benefit from a rising gold price for some reserves and simultaneously protect the debenture holders (and the Company) from a declining gold price.

Purchase of the Central American Mining Properties interests is part of the Company's execution of Strategy #1.

#### ***Strategy #2 - Develop a Property Acquisition & Exploration Portfolio in Canada's Red Lake/Birch Uchi Region***

The Company intends to acquire and explore strategically selected gold projects in the Red Lake/Birch Uchi regions of North-Western Ontario. The Red Lake/Birch Uchi district has produced 23 million ounces of gold in the past. The prolific Red Lake region hosts Goldcorp's Red Lake Mine, one of the richest and lowest cost gold mines in the world. By the end of 2001, Goldcorp (North America's most profitable gold producer), had delineated more than 6.5 million ounces of gold reserves and resources with production costs of less than \$60 an ounce. Most importantly Goldcorp has managed to increase this resource base steadily since 1997 and continues to announce exploration successes at its red lake mine. The high-grade portion of the Goldcorp deposit was discovered in 1996 as the mine was facing a shutdown after over forty years of production. Goldcorp's exploratory drill program uncovered the now famous high-grade gold zones that have propelled Goldcorp onto the world's stage. Since then, a considerable amount of geological work has gone into understanding the controls that led to the formation of that high-grade gold deposit. Four of the world's largest gold companies are actively exploring the Red Lake/Birch Uchi region looking for the next Goldcorp, and we intend to join them. The Company cannot promise that it will experience mining success similar to that previously experienced by Goldcorp.

The Red Lake/Birch Uchi region has produced over 23 million ounces from 15 different mines since the 1920's. The history of mineral exploration in the Red Lake/Birch Uchi district dates from 1872 and again in 1883 when the Canadian Geologic Survey had noted favorable geology and some interesting minerals. It was not until 1922 that Red Lake/Birch Uchi saw much activity with prospectors staking claims. The first major discovery occurred in 1925 when Lorne and Ray Howey, along with George McNeeley and W.F. Morgan, found what were to become the Howey and Hasaga Mines. Howey opened in 1930 and closed in 1957. Hasaga opened in 1938 and ceased operations in 1952. Exploration activity in the area experienced a series of staking and/or exploration rushes. The next large discovery occurred in 1935 on ground held by Madsen Red Lake Gold Mines followed shortly thereafter

by the Cochenour-Willans Mine. The big discoveries at Campbell Red Lake and Dickenson (now Goldcorp's Red Lake Mine) transpired in the late 1940's. Dickenson started production in 1948 and Placer Dome's Campbell Mine began production in 1949.

The Red Lake/Birch Uchi gold district is in the early stages of what is quickly turning into a world-class gold district brought about by the success of Goldcorp's discovery and development of the HGZ deposit. Recognition of the need to explore mineral showings to depth resulted in the enhancement of previous discoveries that were thought to be limited in scope. The Red Lake/ Birch Uchi greenstone belts are not new or untested areas. The reason for the renewed interest in the region is the vastly improved geological models that have been implemented, providing geologists with a better way of interpreting mineralizing controls, and the geologic relationship of Balmer Assemblage rocks to Red Lake type high-grade deposits. The potential for a new discovery exists both within the Red Lake area and on the Easterly Birch Uchi belt.

In summary, the Company's exploration programs will focus on the acquisition and exploitation of high-grade gold targets in the prolific Red Lake/Birch Uchi district. The Company's management believes the potential for a new discovery exists both within the Red Lake area and on the Easterly Birch Uchi belts, and the region represents the greatest opportunity for geological success. However, the Company will not be subject to geographical limitations in its attempt to build shareholder value, and likely will acquire exploration projects in areas other than the Red Lake/Birch Uchi region of Canada. Management has extensive experience in conducting exploration programs for various base metals, precious metals and strategic minerals in various geographical locations around the world.

#### **Exploration Properties in Red Lake/Birch Uchi Purchased and Successfully Joint Ventured.**

The Company has acquired 100% of the mineral exploration rights to eight non-contiguous properties in the Red Lake/Birch Uchi gold district (described below). The properties were selected after our geologists conducted extensive evaluations of the available data and concluded the geological signatures hosted on each property are consistent with the mineralization associated with high-grade gold deposits recently discovered in the Red Lake/Birch Uchi region.

Following the acquisitions, the Company secured a joint venture agreement with Red Lake Resources Inc., a Canadian publicly traded mineral exploration company, to fund exploration work on the properties. The terms of the joint venture agreement provide for Red Lake Resources Inc. to earn a 50% interest in eight non-contiguous mineral properties: Slate Lake, Corallen Lake, Dixie Lake North, Sobel Lake, Papaonga Lake, the Wasp, Killala Lake and Laird Lake. The eight properties are made up of over 244 claims covering more than 11,020 acres in the prolific Red Lake / Birch Uchi gold district.

In order to earn its 50% interest, Red Lake Resources must (i) make a cash payment to Renaissance of \$265,000 (paid over a four year period), including an upfront payment of \$10,000, and (ii) issue to Renaissance 100,000 common shares of Red Lake on signing and a further 300,000 common shares over the term of the earn in. Red Lake Resources also must spend \$1 million in exploration on the eight properties during the four-year period. Under the terms of the agreement, Renaissance has agreed that should a third party be interested in earning an interest in any of the properties, each of Red Lake and Renaissance will dilute pro rata to allow the incoming party to earn up to a 50% interest.

#### **Description of Red Lake / Birch Uchi Properties**

The eight properties recently acquired by the Company in the Red Lake / Birch Uchi District are identified as Slate Lake, Corallen Lake, Dixie Lake North, Sobel Lake, Papaonga Lake, the Wasp, Killala Lake and Laird Lake and are made up of over 244 claims covering more than 11,020 acres. A brief synopsis of each property follows:

##### ***Slate Lake Property***

The Slate Lake Property consists of 51 claim units totaling 2,016 acres located in the Red Lake/Birch Uchi greenstone belt, approximately 50 miles east of the town of Red Lake and 33 miles northeast of Ear Falls.